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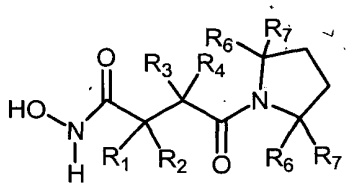
1. (Amended) A compound of Formula (I):



wherein:

R_1 is hydrogen, halo, -OH, $-R_8OR_9$, $-R_9$, $-OR_9$, -SH, $-SR_9$, $-NH_2$, $-NHR_9$ $-NR_9R_{10}$, -NHC(=O)H, $-NR_9C(=O)H$, $-NHC(=O)R_9$, $-NR_9C(=O)R_{10}$, $-NHC(=O)NH_2$, $-NR_9C(=O)NH_2$, $-NHC(=O)NHR_9$, $-NHC(=O)NR_9R_{10}$, $-NR_9C(=O)NR_{9a}R_{10}$, $-NHC(=O)OR_9$, $-NR_9C(=O)OR_{10}$, $-NHS(=O)_2R_9$, $-NR_9S(=O)_2R_{10}$, $-NHS(=O)_2OR_9$, or $-NR_9S(=O)_2OR_{10}$ where R_8 is selected from the group consisting of $-C_1$-C_{12} alkylene, substituted alkylene, or heteroalkylene, $-C_1$-C_{12} alkenylene, substituted alkenylene, or heteroalkenylene, $-C_1$-C_{12} alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1$-C_8 alkylene or substituted alkylene$)_{n1}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl$)_{n2}$ where n1 and n2 are independently 0 or 1; and R_9, R_{9a} and R_{10} are independently selected from the group consisting of $-C_1$-C_{12} alkyl, substituted alkyl, or heteroalkyl, $-C_1$-C_{12} alkenyl, substituted alkenyl, or heteroalkenyl, $-C_1$-C_{12} alkynyl, substituted alkynyl, or heteroalkynyl, and $-(C_1$-C_8 alkyl or substituted alkyl$)_{n3}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl$)_{n4}$ where n3 and n4 are independently 0 or 1;

R_2 is independently hydrogen or $-R_9$ wherein R_9 is as defined above;

R_3 is hydrogen, halo, $-R_{11}$, -OH, $-OR_{11}$, $-R_{12}OR_{11}$, -SH, $-SR_{11}$, $-NH_2$, $-NHR_{11}$, $-NR_{11}R_{13}$, -NHC(=O)H, $-NR_{11}C(=O)H$, $-NHC(=O)R_{11}$, $-NR_{11}C(=O)R_{13}$, $-NHC(=O)NH_2$, $-NR_{11}C(=O)NH_2$, $-NHC(=O)NHR_{11}$, $-NHC(=O)NR_{11}R_{13}$, $-NR_{11}C(=O)NR_{11a}R_{13}$, $-NHC(=O)OR_{11}$, $-NR_{11}C(=O)OR_{13}$, $-NHS(=O)_2R_{13}$, $-NR_{11}S(=O)_2R_{13}$, $-NHS(=O)_2OR_{11}$, or $-NR_{11}S(=O)_2OR_{13}$, where R_{12} is selected from the group consisting of $-C_1$-C_{12} alkylene, substituted alkylene, or heteroalkylene, $-C_1$-C_{12} alkenylene, substituted alkenylene, or heteroalkenylene, $-C_1$-C_{12} alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1$-C_8 alkylene or substituted alkylene$)_{n5}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl$)_{n6}$ where n5 and n6 are independently 0 or 1; and R_{11}, R_{11a} and R_{13} are independently selected from the group consisting of $-C_1$-C_{12} alkyl, substituted alkyl, or heteroalkyl,

$-C_1$-C_{12} alkenyl, substituted alkenyl, or heteroalkenyl, $-C_1$-C_{12} alkynyl, substituted alkynyl, or heteroalkynyl, and $-(C_1$-C_8 alkyl or substituted alkyl$)_{n7}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl$)_{n8}$ where n7 and n8 are independently 0 or 1;

R_4 is hydrogen or $-R_{11}$ where $-R_{11}$ is as defined above;

R_6 and R_7 are each independently selected from the group consisting of hydrogen, -R_{14}, -OH, -OR_{14}, -SH, -SR_{14}, -NH_2, -NHR_{14}, -$NR_{14}R_{15}$, -C(=O)H, -$C(=O)R_{14}$, -$C(=O)NH_2$, -$C(=O)NHR_{14}$, -$C(=O)NR_{14}R_{15}$, -C(=O)OH, -$C(=O)OR_{14}$, -C(=O)SH, -$C(=O)SR_{14}$, -$C(=O)CH_3$, -$C(=O)CH_2R_{14}$, -$C(=O)CHR_{14}R_{15}$, -$C(=O)CR_{14}R_{15}R_{16}$, -$C(=O)OCH_3$, -$C(=O)OCH_2R_{14}$, -$C(=O)OCHR_{14}R_{15}$, -$C(=O)OCR_{14}R_{15}R_{16}$, -$S(=O)_2NH_2$, -$S(=O)_2NHR_{14}$, -$S(=O)_2NR_{14}R_{15}$, -NHC(=O)H, -$N(R_{14})C(=O)H$, -$NHC(=O)R_{15}$, -$N(R_{14})C(=O)R_{15}$, -$NHC(=O)OR_{14}$, -$NHS(=O)_2H$, -$N(R_{14})S(=O)_2H$, -$NHS(=O)_2OR_{15}$, -$N(R_{14})S(=O)_2OR_{15}$, -$N(H)S(=O)_2R_{15}$, -$N(R_{14})S(=O)_2R_{15}$ and where two vicinal R_6 or R_7 groups combine to form a substituted or unsubstituted –C_4-C_{10} cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where R_{14}, R_{15} and R_{16} are each independently selected from the group consisting of –C_1-C_{12} alkyl, substituted alkyl, or heteroalkyl,

-C_1-C_{12} alkenyl, substituted alkenyl, or heteroalkenyl, -C_1-C_{12} alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and –(C_1-C_8 alkyl or substituted alkyl)$_{n9}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl)$_{n10}$ where n9 and n10 are independently 0 or 1; or when R_{14} and R_{15} are attached to a nitrogen atom they can combine to form a substituted or unsubstituted –C_4-C_{10} cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or a pharmaceutically acceptable salt thereof.

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6. (Amended) The compound of Claim 5 wherein R_7 is -$C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are independently selected from the group consisting of hydrogen, -(C_1-C_{12}) alkyl, substituted alkyl, or heteroalkyl, -(C_1-C_{12}) alkenyl, substituted alkenyl, or heteroalkenyl, -(C_1-C_{12}) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C_1-C_8 alkyl or substituted alkyl)$_{n9}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl)$_{n10}$ where n9 and n10 are independently 0 or 1; or R_{14} and R_{15} combine to form a substituted or unsubstituted -(C_4-C_{10})cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

7. (Amended) The compound of Claim 5 wherein R_7 is -$C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or –(C_1-C_{12}) alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15}, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

8. (Amended) The compound of Claim 5 wherein R_7 is -$C(=O)NHR_{15}$ where R_{15} is H or –(C_1-C_{12}) alkyl, aryl, or heteroaryl or -$C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted -(C_4-C_{10})cyclic heteroalkyl.

9. (Amended) The compound of Claim 5 wherein R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-

(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

A2 cont

10. (Amended) The compound of Claim 5 wherein R_7 is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl, the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (*S*), and R_3 is *n*-butyl.

11. (Amended) The compound of Claim 5 wherein R_7 is $-C(=O)OR_{14}$ where R_{14} is hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, or heteroaryl.

12. (Amended) The compound of Claim 5 wherein R_7 is -C(=O)OR_{14} where R_{14} is alkyl and the stereochemistry at the C_2 carbon atom of the pyrrolidine ring is (*S*).

13. (Amended) The compound of Claim 1 wherein R_7 is -C(=O)$NR_{14}R_{15}$ where R_{14} and R_{15} are independently selected from the group consisting of hydrogen, -(C_1-C_{12}) alkyl, substituted alkyl, or heteroalkyl, -(C_1-C_{12}) alkenyl, substituted alkenyl, or heteroalkenyl, -(C_1-C_{12}) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C_1-C_8 alkyl or substituted alkyl)$_{n9}$-(C_3-C_{12} arylene or heteroarylene)-(C_1-C_8 alkyl or substituted alkyl)$_{n10}$ where n9 and n10 are independently 0 or 1; or R_{14} and R_{15} combine to form a substituted or unsubstituted -(C_4-C_{10})cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

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14. (Amended) The compound of Claim 1 wherein R_7 is -C(=O)$NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or –(C_1-C_{12}) alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15}, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

15. (Amended) The compound of Claim 1 wherein R_7 is -C(=O)NHR_{15} where R_{15} is H or –(C_1-C_{12}) alkyl, aryl, or heteroaryl or -C(=O)$NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted -(C_4-C_{10})cyclic heteroalkyl.

16. (Amended) The compound of Claim 1 wherein R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenyl-aminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl,

cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

A 2 cont

17. (Amended) The compound of Claim 1 wherein R_7 is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl and the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (*S*).

18. (Amended) The compound of Claim 1 wherein R_7 is $-C(=O)OR_{14}$ where R_{14} is hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, or heteroaryl.

19. (Amended) The compound of Claim 1 wherein R_7 is $-C(=O)OR_{14}$ where R_{14} is alkyl and the stereochemistry at the C_2 carbon atom of the pyrrolidine ring is (*S*).

20. (Amended) The compound of any one of Claims 13-19 wherein R_2 and R_4 are hydrogen.

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25. (Amended) The compound of any one of Claims 13-19 wherein R_1 is halo.

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33. (Amended) The compound of Claim 31 wherein R_7 is $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are independently selected from the group consisting of hydrogen, $-(C_1-C_{12})$ alkyl, substituted alkyl, or heteroalkyl, $-(C_1-C_{12})$ alkenyl, substituted alkenyl, or heteroalkenyl, $-(C_1-C_{12})$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and $-(C_1-C_8$ alkyl or substituted alkyl$)_{n9}-(C_3-C_{12}$ arylene or heteroarylene$)-(C_1-C_8$ alkyl or substituted alkyl$)_{n10}$ where n9 and n10 are independently 0 or 1; or R_{14} and R_{15} combine to form a substituted or unsubstituted $-(C_4-C_{10})$cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

34. (Amended) The compound of Claim 31 wherein R_7 is -C(=O)$NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or –(C_1-C_{12}) alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15}, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

35. (Amended) The compound of Claim 31 wherein R_7 is -C(=O)NHR_{15} where R_{15} is H or –(C_1-C_{12}) alkyl, aryl, or heteroaryl or -C(=O)$NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted -(C_4-C_{10})cyclic heteroalkyl.

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36. (Amended) The compound of Claim 31 wherein R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl,

4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. (Amended) The compound of Claim 31 wherein R_7 is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl and the stereochemistry at the C2 carbon atom of the pyrrolidine ring is (*S*).

A4 cont

38. (Amended) The compound of Claim 31 wherein R_7 is $-C(=O)OR_{14}$ where R_{14} is hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, or heteroaryl.

39. (Amended) The compound of Claim 31 wherein R_7 is $-C(=O)OR_{14}$ where R_{14} is alkyl and the stereochemistry at the C_2 carbon atom of the pyrrolidine ring is (*S*).

40. (Amended) The compound of any one of Claims 32-38 wherein R_3 is *n*-butyl.

41. (Amended) The compound of any one of Claims 13-19 wherein R_2 and R_4 are hydrogen.

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46. (Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of Claims 1-19, 28-39, and 45 and a pharmaceutically acceptable excipient.

47. (Amended) A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a pharmaceutical composition comprising a therapeutically effective amount of a compound of any one of Claims 1-19, 28-39, and 45 and a pharmaceutically acceptable excipient.